

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC  
RECORDING CORPORATION; ARISTA  
MUSIC, fka BMG MUSIC; CAPITOL  
RECORDS, LLC, fka CAPITOL RECORDS,  
INC.; ELEKTRA ENTERTAINMENT  
GROUP INC.; INTERSCOPE RECORDS;  
LAFACE RECORDS LLC; MOTOWN  
RECORD COMPANY, L.P.; PRIORITY  
RECORDS LLC; SONY MUSIC  
ENTERTAINMENT, fka SONY BMG  
MUSIC ENTERTAINMENT; UMG  
RECORDINGS, INC.; VIRGIN RECORDS  
AMERICA, INC.; and WARNER BROS.  
RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;  
MARK GORTON; and M.J.G. LIME WIRE  
FAMILY LIMITED PARTNERSHIP,

Defendants.

06 Civ. 05936 (KMW)  
ECF CASE

**DECLARATION OF KELLY M. KLAUS IN SUPPORT OF PLAINTIFFS'  
OPPOSITION TO DEFENDANTS' MOTION *IN LIMINE* #2 TO EXCLUDE EVIDENCE  
AND ARGUMENT CONCERNING MARK GORTON'S NET WORTH AND SOURCES  
OF INCOME UNRELATED TO LIME WIRE PRIOR TO ANY DETERMINATION  
THAT PUNITIVE DAMAGES ARE APPROPRIATE**

Glenn D. Pomerantz (*pro hac vice*)  
Kelly M. Klaus (*pro hac vice*)  
Melinda E. LeMoine  
Jonathan H. Blavin (*pro hac vice*)  
Munger, Tolles & Olson LLP  
355 South Grand Avenue  
Los Angeles, CA 90071  
(213) 683-9100  
*Attorneys for Plaintiffs*

Date: April 6, 2011

I, Kelly M. Klaus, hereby declare as follows:

1. I am a partner in the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Opposition to Defendants' Motion in Limine #3 to Exclude Evidence and Argument Concerning Defendants' Motion In Limine #2 To Exclude Evidence And Argument Concerning Defendant Mark Gorton's Net Worth And Sources Of Income Unrelated To Lime Wire. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of a New York Times article marked as Plaintiffs' Exhibit 642 at the April 15, 2008 deposition of Mark Gorton.

3. Attached hereto as Exhibit 2 is a true and correct copy of a document produced by Lime Wire, bates numbered LW DE 397667 – LW DE 397671, filed as Exhibit 323 to the July 18, 2008, Declaration of Katherine B. Forrest in support of Plaintiffs' Motion for Partial Summary Judgment.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts of the July 29, 2010, Hearing on Plaintiffs' Motion for an Order Freezing Defendants' Assets.

5. Attached hereto as Exhibit 4 is a true and correct copy of a document produced by Lime Wire, bates numbered LW F 000001 – LW F 000016, filed as Exhibit 7 to the July 18, 2008 Declaration of Katherine B. Forrest in support of Plaintiffs' Motion for Partial Summary Judgment.

6. Attached hereto as Exhibit 5 is a true and correct copy of a document produced by Lime Wire, bates numbered LW DE 2340622 – LW DE 2340625, filed as Exhibit 8 to the July

18, 2008 Declaration of Katherine B. Forrest in support of Plaintiffs' Motion for Partial Summary Judgment.

7. Attached hereto as Exhibit 6 is a true and correct copy of a document produced by Lime Wire, bates numbered LW F00153 – LW F00184, filed as Exhibit 9 to the July 18, 2008 Declaration of Katherine B. Forrest in support of Plaintiffs' Motion for Partial Summary Judgment.

8. Attached hereto as Exhibit 7 is a true and correct copy of excerpts of the February 9, 2011, deposition of Kenneth Rubinstein.

9. Attached hereto as Exhibit 8 is a true and correct copy of a document produced by Lime Wire on behalf of Kenneth Rubinstein, bates numbered LW-NTW-0001342 – LW-NTW-0001360, marked as Plaintiffs' Exhibit 782 at Mr. Rubinstein's deposition.

10. Attached hereto as Exhibit 9 is a true and correct copy of a document produced by Lime Wire on behalf of Kenneth Rubinstein, bates numbered LW-NTW-0001361 – LW-NTW-0001380, marked as Plaintiffs' Exhibit 783 at Mr. Rubinstein's deposition.

11. Attached hereto as Exhibit 10 is a true and correct copy of a document produced by Lime Wire on behalf of Kenneth Rubinstein, bates numbered LW-NTW-0001381 – LW-NTW-0001407, marked as Plaintiffs' Exhibit 784 at Mr. Rubinstein's deposition.

12. Attached hereto as Exhibit 11 is a true and correct copy of a document produced by Lime Wire on behalf of Kenneth Rubinstein, bates numbered LW-NTW-000148 – LW-NTW-0001428, marked as Plaintiffs' Exhibit 785 at Mr. Rubinstein's deposition.

13. Attached hereto as Exhibit 12 is a true and correct copy of the June 30, 2010, Declaration of Mark Gorton in Support of Opposition to Motion for Preliminary Injunction.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: April 6, 2011  
Los Angeles, CA

/s/ *Kelly M. Klaus*

Kelly M. Klaus